



19 March 2024

Notice convening an Annual General Meeting of Shareholders of Valereum Plc

Dear Shareholder,

The Annual General Meeting (“AGM”) of the Shareholders of Valereum Plc will be held at **4th Floor, 10 Arthur Street, London, EC4R 9AY, United Kingdom at 13.00 BST on 10th April 2024**. Further details such as Form of Instruction and Proxy Form and any updates to this information will be posted on the company’s website <https://vlrm.com/>.

Agenda

The following matters are put forward as ordinary resolutions for consideration by poll:-

1. Approval of the accounts and report of the directors to 31st December 2022;
2. Retirement and appointment of director(s):
 - a). James Formolli retires by rotation and being eligible offers himself for re-election; and
 - b). Peter Sekhon retires by rotation and being eligible offers himself for re-election.
3. Re-appointment of RSM Audit (Gibraltar) Limited, Chartered Accountants, as auditors and authorising the directors to fix their remuneration.

By order of the Board of Directors

**James Formolli
Chairman**

19 March 2024

ENCLOSURES

- Proxy Form

VALEREUM CONTACT DETAILS

Contact details for the investor relations teams: investorrelations@valereum.gi

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

1. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Rampart Secretarial (Gibraltar) Limited at 6.20 World Trade Center, 6 Bayside Road, Gibraltar not less than forty-eight hours before the time appointed for the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the proxy has been signed by an officer on behalf of a corporation a duly certified copy of an authority under which it is signed. Any alterations made to this form should be initialled. Please contact Ramparts Secretarial (Gibraltar) Limited if you have any queries: fiduciary@ramparts.gi.
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. In the case of joint holders of Ordinary Shares:
 - each of them may be present in person or by proxy at the AGM and may speak as a Shareholder;
 - if only one of the joint holders is present in person or by proxy he may vote on behalf of all joint holders; and
 - if two or more of the joint holders are present in person or by proxy they must vote as one.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company on 19th March 2024.
6. As at the close of business on 19th March 2024, the Company's issued shares comprised 104,162,905 shares of £0.001 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 104,162,905.

Depositary Interest holders

The Form of Instruction (accompanying this Notice of Meeting) must be signed by the Depositary Interest holder or an attorney duly authorised in writing and deposited at the office of the Depositary, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY by 13:00 BST on 5th April 2024. Any Form of Instruction received after that time will not be valid for the Meeting.

CREST Voting

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 13:00 BST on 5th April 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

VALEREUM PLC
(the “Company”)
(Company Number: 107915)
Proxy Form for the General Meeting

I/We _____ (full name)
_____ (address)

a Member of Valereum Plc hereby appoint: the Chairman of the meeting

Or

_____ (full name)
_____ (address)

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at **4th Floor, 10 Arthur Street, London, EC4R 9AY, United Kingdom at 13.00 BST on 10th April 2024** and at any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions as to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any item arising but not summarised below, my/our proxy may vote or abstain from voting at his/her discretion.

RESOLUTIONS.	Number of Votes For*	Number of Votes Against*
1. Approval of the accounts and report of the directors to 31st December 2022;		
2. Retirement and appointment of director(s): a). James Formolli retires by rotation and being eligible offers himself for re-election; and b). Peter Sekhon retires by rotation and being eligible offers himself for re-election.		
3. Re-appointment of RSM Audit (Gibraltar) Limited, Chartered Accountants, as auditors and authorising the directors to fix their remuneration.		

*If you wish to exercise all your votes “For” or “Against” please indicate with an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024

Signature/Common Seal of Member

VALEREUM PLC
(the “Company”)
(Company Number: 107915)
(Incorporated in Gibraltar)

Form of Instruction

Form of Instruction for completion by holders of Depository Interests representing shares on a one for one basis in the Issuer Company in respect of the General Meeting of the Company at **4th Floor, 10 Arthur Street, London, EC4R 9AY, United Kingdom at 13.00 BST on 10th April 2024** and at any adjournment thereof.

I/We _____

Of _____

(Please insert full name(s) and address(es) in **BLOCK CAPITALS**)

being a holder of Depository Interests representing shares in the Issuer Company hereby instruct the custodian Computershare Company Nominees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Please indicate with an “X” in the spaces below how you wish your vote to be cast.

RESOLUTIONS	Number of Votes For*	Number. of Votes Against*
1. Approval of the accounts and report of the directors to 31st December 2022;		
2. Retirement and appointment of director(s): a). James Formolli retires by rotation and being eligible offers himself for re-election; and b). Peter Sekhon retires by rotation and being eligible offers himself for re-election.		
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*If you wish to exercise all your votes “For” or “Against” please indicate with an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024

Signature/Common Seal of Member